

EXHIBIT

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H.S. Grace & Company, Inc.

H. Stephen Grace Jr., Ph.D.



Dr. Grace is president of H.S. Grace & Company, Inc. The consulting firm's services draw on his more than 40 years of senior management, academic and consulting experience, and incorporate thinking reflected in his broad range of publications and presentations.

H.S. GRACE & COMPANY, INC.: President and CEO. Firm was incorporated in 1985 and reactivated in May 1993. The company assists in complex commercial litigation; advises on issues of corporate governance, oversight and control; and provides specialized financial and operational advisory services to healthy and troubled companies.

TOUCHE ROSS & Co./DELOITTE & TOUCHE (1988-1993): Served as national director at large with responsibilities in the areas of real estate, finance and litigation consulting for the New York region and nationally serving a variety of high profile clients.

DANE DEVELOPMENT CORPORATION: (1981-1988): Served as president and CEO of Dane Development and related companies owned equally by Dr. Grace and Richard A. Meyers. Mr. Meyers died in May 1985 and his stock was acquired by Dr. Grace. Dane and its sister firms performed finance, project management and related work for developers, lenders and for the account of Mr. Meyers and Dr. Grace in connection with more than \$100 million of projects.

CENTURY CORPORATION/CENTURY DEVELOPMENT CORPORATION (1976-1981): Served as vice president of finance and CFO of Century Corporation, parent holding company, with direct responsibility for the financial activities and oversight of more than 60 subsidiaries, joint ventures and affiliated companies with activities including auto and equipment leasing, cable TV, architectural services and sports franchises (NBA, hockey, soccer).

Simultaneously served as senior vice president and CFO of Century Development Corporation with direct responsibility for day-to-day financial and operational activities of more than 10 million square feet of commercial space in addition to retail, hotels, high-rise condominiums, city clubs and a major arena.

H. STEPHEN GRACE, JR., PH.D.

OTHER ACTIVITIES

- Consultant, Communicators Federal Credit Union (1973-1993)
- Consultant, Marathon Manufacturing Company (NYSE) (1974-75, and 1987-88)
Consultant/Assistant Treasurer, Zapata Corporation (NYSE) (1973-74)
- Consultant, Hydrotech Corporation (1975-76)
- Assistant/Associate Professor of Finance, Texas Southern University (1970-76)
- Financial Assistant to the President, Ennis Business Forms (NYSE) (1969-70)
- Instructor of Economics and Statistics, University of Houston (1966-69)
- McKinsey & Co. (1965-66).

EDUCATION

- B.S., Industrial Engineering, Lamar University (1964)
- M.B.A., University of Chicago (1966)
- Ph.D., Economics, University of Houston (1970)

PROFESSIONAL AFFILIATIONS

- Financial Executives International - national chairman 2003-2004, member of The Office of the Chairman, president of the New York City and Houston Chapters, area director, area vice president, and trustee of The Financial Executives Research Foundation - 1970 to present
- Forbes CFO Forum Advisory Board - 1997 to present
- The CPA Journal - Editorial Board
- New York State Society of CPAs (NYSSCPA) - Quality Enhancement Policy Committee
- Lamar University College of Engineering – Advisory Council - Founding Member
- Lamar University College of Business - Advisory Council
- Jesse H. Jones School of Business, Texas Southern University – Advisory Council
- Calvert House, University of Chicago - Advisory Council
- Accredited Instructor for Continuing Legal Education (CLE) – States of Michigan, New York, Pennsylvania and Texas
- Accredited Instructor for Continuing Education (CE) for Property and Liability Insurance License Holders - States of North Carolina and Texas

H. STEPHEN GRACE, JR., PH.D.

ADDRESSES

“Corporate Governance Issues,” Speaker, SMU Dedman School of Law – Corporate Directors’ Institute – March 2018

“The Ongoing Evolution of Governance, Control and Decision-Making Responsibilities” Speaker, CFO University presented by FEI Houston – June 7, 2016

“Positioning the Board and Board Committees in the Plan-Operate-Control Cycle of the Firm” Speaker, SMU Dedman School of Law - Corporate Directors’ Institute – February 2016

“Fundamental Corporate Governance Issues” Speaker, SMU Dedman School of Law - Corporate Directors’ Institute – February 2014

“What Makes a Board Successful?” Speaker, Dallas Bar Association, Dallas, November 2013.

“Mid Year Economic & Governance Review,” Panel Member, program sponsored by HSG, New York, September 2013.

“Mid Year Economic & Governance Review,” Panel Member, program sponsored by HSG, New York, September 2012.

“Corporate Governance Issues in Securities Litigation,” Speaker, Dallas Bar Association, Dallas, April 2012.

“Governance Lessons from the Disney Litigation,” Speaker, Houston ERISA Group, Houston, February 2012.

“Governance Lessons from the Disney Litigation,” Speaker, Gardere Wynne Sewell LLP, Houston, January 2012.

“Corporate Governance Through the Lens of Litigation,” Panel Member, SMU Dedman School of Law – 19th Annual Corporate Counsel Symposium, Dallas, October 2011.

“Mid Year Economic & Governance Review,” Panel Member, program sponsored by HSG, New York, September 2011.

“Corporate Governance: Dilemmas & Challenges,” Panel Member, SMU Dedman School of Law – Corporate Directors’ Institute Program, Dallas, March 2011.

“Building a Great Ethics Program,” Moderator, InsideCounsel’s SuperConference, Chicago, May 2010.

“Strategies for Effectively Challenging Plaintiffs’ Allegations,” Moderator, InsideCounsel’s SuperConference, Chicago, May 2010.

“Corporate Governance – Managing Litigation Risks,” Panel Member, Financial Executives International, Houston, February 2010.

“Ethics and the Evolution of Corporate Governance – with Comments on Related Economic Issues,” Keynote speaker, John Wesley Methodist Church Men’s Breakfast, Victoria, TX, June 2009.

H. STEPHEN GRACE, JR., PH.D.

“The Current ‘Ethics’ Evolution,” Keynote Speaker, Rotary Club of Beaumont, Beaumont, TX, March 2009.

“Corporate Governance – A Director’s Guide to Managing Risks and Related Litigation,” Panel Member, National Association of Corporate Directors, Houston, January 2009.

“Bailouts, Banking and Busts = Fraud, Forensics and Opportunity?” Panel Member, Financial Executives International, New York City Chapter, November 2008.

“Litigation and the Financial Executive,” Panel Member, Financial Executives International, Dallas, November 2008.

“Corporate Counsel,” Panel Member, SMU Dedman School of Law – 16th Annual Corporate Counsel Symposium, Dallas, October 2008.

“Managing Corporate Litigation Risks,” Moderator and Panel Member, program co-sponsored by HSG and AIG, Houston, April 2008.

“Corporate Governance, Litigation Risk, and the Delaware Courts,” Panel Member, SMU Dedman School of Law – Corporate Directors’ Institute Program, Dallas, February 2008.

“NACD Top Ten Issues for Your Board to Consider in 2008 - Director Series Program,” Panel Member, National Association of Corporate Directors, Houston, February 2008.

“Ethics, the Evolution of Corporate Governance, and the Challenges of Measurement,” Keynote Speaker, River Oaks Breakfast Club, Houston, June 2007.

“Ethics, the Evolution of Corporate Governance, and the Challenges of Measurement,” Keynote Speaker, Financial Executives International, New York City, May 2007.

“Ethics, the Evolution of Corporate Governance, and the Challenges of Measurement,” Keynote Speaker, ExxonMobil Executive in Residence Program, Lamar University, Beaumont, TX, April 2007.

“Ethics, Corporate Governance, and Related Economic Issues,” Keynote Speaker, Board of Directors meeting, The New York State Society of Certified Public Accountants, New York, April 2007.

“Fiduciary Duties: Who Owes What to Whom – and When,” Panel Member, TMA Workshop – Topics in Restructuring: from the Bench, the Bar and noted experts, Dallas, September 2006.

“Corporate Fiduciary Duties in the Magic Kingdom and Elsewhere,” Speaker, Fulbright & Jaworski L.L.P., Houston, December 2005.

Effective Governance in Ethic-less Organizations, SmartPros, Financial Management Network, DVD, September 2005.

“Building Ethical Behavior Into An Organization: An ESD Approach,” Speaker, Ethics Week Forum “Maintaining Ethics in Profit Driven Enterprises,” Baruch College CUNY - Robert Zicklin Center For Corporate Integrity, New York, April 2005.

H. STEPHEN GRACE, JR., PH.D.

“Ethics and the Evolution of Corporate Governance: An External and Internal Opportunity and Challenge ...,” Keynote Speaker, Zurich Insurance Management Solutions Group, Orlando, February 2005.

“The SEC’s Coming, What do you do?,” Panel Member taking audience through anatomy of a corporate investigation, Forbes CFO Forum, New York, February 2005.

“Ethics, the Evolution of Corporate Governance and the Challenges of Measurement,” Keynote Speaker, C.T. Bauer College of Business - “Bridging the GAAP” Seminar, Stanford Financial Speaker Series, University of Houston, Houston, April 2004.

“Ethics and the Evolution of Corporate Governance,” Keynote Speaker, Jesse H. Jones School of Business – Annual Awards Banquet, Texas Southern University, Houston, April 2004.

“Current Developments in Corporate Governance,” Speaker, Institute of Management Accountants, New York City Chapter, Long Island, NY, April 2004.

“Ethics and the Evolution of Corporate Governance,” Keynote Speaker, Financial Executives International, Houston, February 2004.

“The Evolution and Future Direction of Corporate Governance: Implications for Audit Committees.” Speaker, American Law Institute-American Bar Association’s Second Annual Advanced Sarbanes-Oxley Institute Conference, Washington, D.C., September 2003.

Tone at the Top: Necessary But Not Sufficient, SmartPros, Financial Management Network. Video, July 2003.

“The Evolution and Future Direction of Corporate Governance,” Speaker, Institute of Internal Auditors International Conference, Las Vegas, June 2003.

“Stress-Testing Your Governance: How Does Your Company Stack Up?,” Speaker, Forbes CFO Forum 2003, New York, June 2003.

“Audit Committee Composition and Responsibilities,” Panelist, New York CityBar: Sarbanes/Oxley Act Financial and Accounting Implementation Strategies – A Look Back – A Look Ahead, CityBar Center for CLE, New York, June 2003.

“From Tone at the Top to Checks and Balances,” Speaker, The Institute of Internal Auditors’ 2003 General Audit Management Conference: A Golden Opportunity for Chief Audit Executives, Orlando, March 2003.

“When the (Litigation) Bell Tolls: A Good Offense Is Still The Best Defense,” Moderator, Forbes CFO Forum 2002, New York, September 2002.

“Corporate Governance and Corporate Management,” Panelist, Foundation for Accounting Education (FAE): The Future of SEC Practice After Enron, New York, August 2002.

“The Evolution and Future Direction of Corporate Governance,” Speaker, Chubb/McGriff Seibels & Williams, Inc.: The Executive Protection and Enterprise Risk Management Seminar, Pinehurst, NC, May 2002.

H. STEPHEN GRACE, JR., PH.D.

“On Certain Fundamentals of Managing Our Lives and Our Work,” Commencement Speaker, Lamar University, Beaumont, TX, May 2001.

“On The Ethics of Management: Responsibility, Accountability and Service,” Keynote Speaker, Institute of Industrial Engineering Region IX Technical Paper Competition, Beaumont, TX, March 2001.

“The Evolution of Audit Committee Responsibilities Within the Context of Personal, Political, and Corporate Governance,” Invited by the Stan Ross Department of Accountancy in the Zicklin School of Business at Baruch College, CUNY, to give the Emanuel Saxe Distinguished Lecture in Accounting, New York, November 2000.

“The Mock Deposition of an Audit Committee Chair,” Moderated mock deposition and spoke regarding the evolving responsibilities of audit committees, Financial Executives International: Pittsburgh Chapter, May 2001; Detroit Chapter, April 2001; Dallas Chapter, January 2001; New York City Chapter, February 2000; Houston Chapter, January 2000, and Forbes CFO Forum, May 17, 2000.

“Corporate Governance and International Economic Opportunity,” Instituto Mexicano De Ejecutivos De Finanzas A.C., Ciudad Juarez, Mexico, October 1999.

“Cash Forecasting & Control: Beyond the Fundamentals,” Forbes Special CFO Forum, Charleston, SC, May 1999.

“Gaining From Giving: The Benefits of Corporate Volunteerism,” CFO Rising 1999, Orlando, March 1999.

“Profits and Pitfalls of Troubled Company Buyouts,” IBF Buyouts Conference, New York, November 1998.

“The Role of the CFO in Public Policy - Wanted: A Few Good CFOs,” Forbes Special CFO Forum, Puerto Rico, February 1997.

“Maximizing Business Viability and Value,” Financial Executives Institute Seminar for Private and Closely-Held Companies, Chicago, January 1997.

“Pension Investing – Fighting for Better Terms,” Pensions & Investments Investment Management ‘97 Conference, Washington, D.C., May 1997.

“Pension Funds and Private Investments – Risk Control Issues,” Financial Executives Institute, New York, May 1997 (jointly with William W. Weisner of Patterson, Belknap, Webb & Tyler LLP).

“Addressing Downside Risk: An Opportunity for GP/LP Cooperation,” Venture Investing 1997 Conference, San Francisco, June 1997.

“CFO’s Leading Change – The Performance Improvement Loop,” CFO’s Leading Change: An FEI Member to Member Forum, New York, April 1997.

H. STEPHEN GRACE, JR., PH.D.

“The Role of the Financial/Managerial Expert in Complex Business Litigation” and “Corporate Volunteerism: A Powerful Platform for Improving Corporate Productivity,” National Law Network meetings, Palm Springs, CA, October/November 1997.

“Maximizing Pension Funds Returns on Private/Alternative Investments,” Financial Executives Institute’s Committee on the Investment of Employee Benefit Assets, Washington, D.C., September 1995.

“Pension Fund Private Investments – A Time to Rewrite the Rules,” Financial Executives Institute, New York, May 1995.

“Interest Rates and Breakeven Economics,” Texas Telephone Credit Union Conference, Houston, October 1981.

“CLMS - Computerized Lease Management Systems,” National Association of Corporate Real Estate Officers, Nashville, October 1979.

“Cash Flow vs. P&L Controls in Real Estate,” National Association of Corporate Real Estate Officers annual meeting, Atlanta, March 1979.

“Interest Rates and Alternative Financial Instruments,” Houston Telephone Credit Union Board of Directors, Houston, October 1977.

“The Mechanics of Money Management and Cash Control,” Financial Management Association annual meeting, Kansas City, KS, October 1975.

“An Elementary Application of Dynamic Programming to the Funds Procurement Decisions of a Financial Intermediary,” Southwestern Finance Association, Dallas, March 1974.

“Employment Opportunities at Minority Universities,” Financial Management Association, San Antonio, October 1973.

“Management Information Systems, Organizational Analysis and Long-Range Planning – A Review of Current Practices and Research,” Planning Executive Institute, Houston Chapter, September 1972.

PUBLICATIONS

“Corporate Governance and Information Gaps: Importance of Internal Reporting for Board Oversight,” by H. Stephen Grace, Jr, S. Lawrence Prendergast, and Susan Koski-Grafer, *Business Law Today*, January 2018

“An Analytical Approach to Litigation Strategy and Dispute Resolution,” by Al Fenichel, Susan Koski-Grafer, and H. Stephen Grace, Jr., Ph.D., *New York State Bar Association Journal*, July/August 2016

“The Interplay between Corporate Governance Issues and Litigation: What is Corporate Governance and How Does It Affect Litigation?” by H. Stephen Grace, John E. Haupert, and Susan Koski-Grafer, *Business Law Today*, December 2016.

H. STEPHEN GRACE, JR., PH.D.

“An Analytical Approach to Litigation Strategy and Dispute Resolution” by Al Fenichel, Susan Koski-Grafer, and H. Stephen Grace Jr. Ph.D., *NYSBA Journal*, July/August 2016.

“Corporate Governance: Lessons From Life and Litigation - With Implications for Corporate Counsel,” co-authored with John E. Haupert, *New York State Bar Association Journal*, March/April 2013

“Still Searching for the Missing Management Model,” co-authored with John E. Haupert, *Financial Executive*, November 2011.

“Governance Lessons from the Disney Litigation,” co-authored with John E. Haupert, ABA’s *Business Law TODAY*, September 2011.

“Corporate Governance: An Expert Can Make a Difference in Litigation,” co-authored with Sheryl Hopkins and John E. Haupert, *New York State Bar Association Journal*, June 2010, pp. 44-48.

“Cash Flow Monitoring as a Governance Tool,” co-authored with John E. Haupert, *The Corporate Board*, March/April 2010, pp. 11-15.

“Plaintiff Expert Reports: An Insider Revisits Disney,” *New York State Bar Association Journal*, July/August 2009, pp. 24-29.

“Personal and Professional Governance in the Economic Crisis,” *Financial Executive*, July/August 2009, p. 63.

“An Insider Revisits the ‘Disney Case,’” *Directors Monthly*, August 2008, pp. 1, 3-6.

“Shaping the Nominating/Governance Committee,” co-authored with John E. Haupert, *The Corporate Board*, July/August 2008, pp. 5-9.

“Corporate Governance Consultants: The Issue of Qualifications,” co-authored with John E. Haupert, *Directors Monthly*, May 2007, pp. 16-19.

“Corporate Governance Consultants: The Issue of Qualifications,” co-authored with John E. Haupert, *The CPA Journal*, December 2006, pp. 60-65.

“The Search for Qualified Governance Consultants,” co-authored with John E. Haupert, *The Corporate Board*, May/June 2006, pp. 15-19.

“How to Make an Ethics Program Work,” co-authored with John E. Haupert, *The CPA Journal*, April 2006, pp. 66-67.

“Reflections Of A Non-Executive Chair,” *The Corporate Board*, May/June 2005, pp. 11-13.

“Effective Governance in an Ethicless Organization,” *The CPA Journal*, May 2005, pp. 6, 8.

“Our past, present and future: The ethical evolution of corporate governance,” *Corporate Governor*, Vol. 2, No. 3, published by Grant Thornton, Summer 2004, pp. 2-4.

“Ethics and the Evolution of Corporate Governance,” *Directors Monthly*, June 2004, pp. 6-8.

H. STEPHEN GRACE, JR., PH.D.

“Billings Discipline Builds Good Business,” co-authored with John E. Haupert, *The CPA Journal*, February 2004, p. 60.

“Running An Audit Committee Today,” co-authored with John E. Haupert, *The Corporate Board*, September/October 2003, pp. 10–15. This article reprinted in *Audit Committees: Regulation & Practice, Second Edition* (Chapter 14, Selected Articles on New Audit Committee Regulations), Gerald S. Backman and Anne Marie Salan, Weil, Gotshal & Manges LLP, editors.

“Financial Literacy,” co-authored with John E. Haupert, *The CPA Journal*, June 2003, p. 8.

“Financial Officers’ Code of Ethics: Help or Hindrance,” co-authored with John E. Haupert, *The CPA Journal*, March 2003, pp. 65–66.

“Corporate Boards and Business Oversight,” guest editorial. *The CPA Journal*, September 2002, p. 80.

“A Prescription for Company Health,” co-authored with George Cox, John E. Haupert, Peter Howell and Ronald H. Wilcomes, *The CPA Journal*, July 2002, pp. 62–63.

“Have You Got It Right? The Times Call for an Immediate Review of Oversight and Control,” co-authored with John E. Haupert, Peter Howell and Ronald H. Wilcomes, *Controllers Update* (Controllers Council of the Institute of Management Accountants), May 2002.

“Compatibility of Non-Audit Services With the Traditional Independent Audit Role,” co-authored with Steven B. Lilien, Ph.D. and John E. Haupert, *The Financial Management Network Online/SmartPros.com* (www.smartpros.com), April 2002.

“From ‘Tone at the Top’ To ‘Checks and Balances,’” co-authored with James N. Clark, R. Hartwell Gardner, John E. Haupert and Robert S. Roath, *The CPA Journal*, March 2002, p. 63.

“Enron and Andersen: Auditors Under the Microscope,” *The CPA Journal*, January 2002. The CPA Journal presents the thoughtful perspectives of four people worth listening to on the subject - a contribution to the comprehensive dialogue on the unfolding events. H. Stephen Grace Jr., Ph.D., Gary Illiano, Robert J. Sack and Lynn Turner.

“Have You Got It Right? The Times Call For An Immediate Review Of Oversight and Control,” co-authored with John E. Haupert, Peter Howell and Ronald H. Wilcomes, *The Financial Management Network Online* (www.fmnonline.com), November 2001.

“Note Taking – A Foil or Foible,” co-authored with Richard W. Simmons and John E. Haupert, *The Financial Management Network Online* (www.fmnonline.com), October 2001.

“Sailing In Troubled Waters,” co-authored with John E. Haupert, Peter Howell and Ronald H. Wilcomes, *The Financial Management Network Online* (www.fmnonline.com), February 2001.

“Audit Committee Oversight: A Forgotten Issue?” co-authored with John E. Haupert, *The Financial Management Network Online* (www.fmnonline.com), December 2000.

Audit Committee Resource Book, published August 2000 by H.S. Grace & Company, Inc., to capture in one place a wide variety of official rules and regulations, guidance on emerging

H. STEPHEN GRACE, JR., PH.D.

practices and approaches, and commentary on shared experiences in audit committee service and financial reporting issues. Updates: March 2001; January 2002.

“It Pays to Keep Your House in Order: Plaintiff’s Case Undone by Poor Internal Controls,” co-authored with John E. Haupert, *The Financial Management Network Online* (www.fmnonline.com), June 2000.

“Audit Committee Alert,” co-authored with Dennis R. Beresford, John E. Haupert, Robert S. Roath and Hon. William M. Schultz, *The Financial Management Network Online* (www.fmnonline.com), January 2000.

“Who’s Watching the Store?” co-authored with John E. Haupert and Robert S. Roath, *Pensions & Investments*, November 1999, p. 14.

“Senior Executives and Lawyers Jointly Ponder Audit Committee Liabilities,” co-authored with Hon. William M. Schultz and Richard W. Simmons, *The Financial Management Network Online* (www.fmnonline.com), November 1999.

“Keys to Effective Corporate Governance,” co-authored with John E. Haupert and Robert S. Roath, *The Financial Management Network Online* (www.fmnonline.com), October 1999.

“Do Audit Committees Face New Legal Challenges in the Future?” co-authored with John E. Haupert and Robert S. Roath, *The Financial Management Network Online* (www.fmnonline.com), August 1999.

“Who’s Minding the Store?” co-authored with John E. Haupert and Robert S. Roath, *The Financial Management Network Online* (www.fmnonline.com), June 1999.

“Who’s Minding the Store?” co-authored with John E. Haupert and Robert S. Roath, *Financial Executive*, March/April 1999, pp. 46-47.

“United We Stand - By Forming an Advisory Board, Limited Partners can Enhance their Decision Making and Monetary Position,” co-authored with Stephen F. Cooper, *Venture Capital Journal*, January 1997, pp. 39-41.

“The CFO and Public Policy,” *The Corporate Report*, Second Quarter, 1997.

“Changing partnership rules - Effective private investing requires a new approach,” co authored with Stephen F. Cooper, *Pensions & Investments*, September 1996, p. 32.

“The Case of the Missing Management Model,” co-authored with John E. Haupert, *Financial Executive*, January/February 1996 pp. 44-48.

“How Productive Are Your People,” *Financial Executive*, November/December 1995, pp. 18-23. Recap of roundtable discussion with H. Stephen Grace Jr. as moderator.

“Cash Management: An Optimal Control Approach,” *The Journal of Economics and Business*, Volume 27, No. 3 (Spring 1975), pp. 254-60.

“On Optimal Financing of Cyclical Cash Needs: Comment,” *The Journal of Finance*, September 1975, pp. 1135-36.

H. STEPHEN GRACE, JR., PH.D.

“Proper Specification of the Cost Function: A Comment on Baumol’s and on Morris Transaction Demand for Cash,” *The Quarterly Journal of Economics*, November 1975, pp. 658-59.

“Organizational Analysis: An Integral Component of Long-Range Planning,” *Managerial Planning*, May/June 1973, pp. 17-20.

“Optimal Control Theory and Cash Management,” *Proceedings, Southwest Finance Association*, March 1973, pp. 243-252.

“Clarification of the Re-Investment Assumptions: A Comment,” *Proceedings, Southwest Finance Association*, March 1972, pp. 78-80.

Managerial Long-Range Planning, privately circulated study of the long-range planning practices of corporations headquartered in the Southwest, January 1972.

“Attaching a Rate of Return to Present-Value Calculations,” distributed at the Financial Executive International Conference, October 1971.

“The Effect of Growth Potential on Corporate Stock Prices: A Method of Estimation,” distributed at the Financial Executives Institute International Conference, October 1971.

“Professor Samuelson on Free Enterprise and Economic Inefficiency: A Comment,” *Quarterly Journal of Economics*, May 1970, pp. 337-40. Published along with the following reply by Professor Samuelson, “Optimality in Discrete Spatial Programming: a Reply.”



H.S. Grace & Company, Inc.

H. Stephen Grace, Jr., Ph.D.
Deposition/Arbitration/Trial Testimony

- Liberty Mutual Fire Insurance Company as Subrogee of Dietz & Watson, Inc. v. Absolutely Energized Solar Electric, Inc., et al
Docket No.: BUR-L-1782-14
Superior Court of New Jersey Law Division – Burlington County
DEPOSED
- Jeff Q. Xu v. Microvast, Inc. and Yang Wu
Cause No. 2015-48629
Harris County, Texas
DEPOSED
- John D. Spicer, as Ch. 7 Trustee for the Bankruptcy Estate of Primcogent Solutions LLC v Erchonia Corporation and Santa Barbara Medical Innovations, LLC
Arbitration – JAMS Dallas Division
Dallas County, Texas
DEPOSED & TESTIFIED
- Centego II, LLC v MetroSplash Systems Group, Inc. and Philip S. Babick,
Individually
Cause No. DC-14-07297
Dallas County, Texas
DEPOSED & TESTIFIED
- Charles E. Simmons vs. Dan M. Moody Jr.
Cause No. 201151666
Harris County, Texas
DEPOSED
- Longview Energy Company vs. The Huff Energy Fund, L.P., et al
Cause No. 11-09-12583-ZCVAJA
Zavala County, Texas
DEPOSED
- William S. Kaye, et al. vs. Lone Star Fund V (US) LP, et al.
C.A. No. 3:09-cv-02263-M
Dallas, Texas
DEPOSED
- In re: Westar Energy, Inc. vs. David C. Wittig and Douglas T. Lake
Arbitration
Cause No. 571660009803
Topeka, Kansas
DEPOSED

Deposition/Arbitration/Trial Testimony
H. Stephen Grace, Jr., Ph.D.

- In re: USA Commercial Mortgage Company, et al. vs. Wells Fargo Bank, N.A.
Cause No. BK-S-06-10725 LBR
Las Vegas, Nevada
DEPOSED & TESTIFIED
- In re: Securities and Exchange Commission vs. Douglas J. Bartek and Nancy A. Richardson
Cause No. 3-08CV1105-B
Dallas, Texas
DEPOSED
- In re: Southeastern Milk Antitrust Litigation
Cause No. 2:08-MD-1000
Greeneville, Tennessee
DEPOSED
- In re: Electronic Data Systems Class Action Litigation
Cause No. 366-01078-2008
Dallas, Texas
DEPOSED
- David Calvert-Jones, Plaintiff vs. Heline Aviation Services, LLC, Alan Purwin, et al. Defendants
Cause No. BC 368522
Los Angeles, California
DEPOSED
- Barry Van Roden, Plaintiff vs. Henri A. Termeer, et al.
Cause No. 03-CV-4014 (LLS)
New York, New York
DEPOSED
- Securities and Exchange Commission vs. Martin E. Kenney, Jr.
Cause No. 05CV7944 (SAS)
New York, New York
DEPOSED
- Adams Golf, Inc. Securities Litigation
Civil Action No. 99-371-KAJ
Wilmington, Delaware
DEPOSED
- Larry F. Robb vs. Stericycle, Inc., et al.
Number: 467704-A
Shreveport, Louisiana
DEPOSED
- U.S. Bank National Association, Plaintiff vs. John R. Stanley, et al., Defendants

Deposition/Arbitration/Trial Testimony
H. Stephen Grace, Jr., Ph.D.

Cause No. 2003-54145

Houston, Texas

DEPOSED

- Wells Fargo Bank N.A., Claimant vs. G.W. Manufacturing Company Inc., Respondent
Arbitration

Cause No. 72 148 00507 03

Los Angeles, California

TESTIFIED

- Crystal Power Company, Plaintiff vs. Coastal Salvadoran Power, Ltd., Coastal Nejapa, Ltd., El Paso CGP Company, and El Paso Corporation, Defendants

Cause No. 21815*BH02

Brazoria County, Texas

DEPOSED

- E*TRADE Securities LLC, Plaintiff vs. Deutsche Bank AG, et al. Defendants
Civil No. 02-3711 (RHK/AJB)

Minneapolis, Minnesota

DEPOSED

- SPJST et al. vs. JPMorgan Chase Bank

Cause No. 2003-24238

Houston, Texas

DEPOSED

- The Cambridge Food Group, Inc., vs. Nutmeg Insurance Company

AAA Case No. 13 Y 195 00606 04

Arbitration

New York, New York

TESTIFIED

- Costa Brava Partners III, L.P., et al., vs. JPMorgan Chase Bank

Index No. 603218/03

New York, New York

DEPOSED

- Fiber Systems International, Inc., et al. vs. Michael Roehrs

Case No. 4:04CV355

Sherman, Texas

DEPOSED

- Ernest E. Bartimmo, M.D. vs. Richard J. Pohil, M.D.

Case No. 2000-62947

Houston, Texas

DEPOSED

Deposition/Arbitration/Trial Testimony
H. Stephen Grace, Jr., Ph.D.

- Goodrich Petroleum Corporation, Goodrich Petroleum Company, L.L.C., and Goodrich Petroleum Company-Lafitte, L.L.C. vs. Stone Energy Corporation
Case No. 2000-06437
Houston, Texas
DEPOSED

Deposition/Arbitration/Trial Testimony
H. Stephen Grace, Jr., Ph.D.

- David T. Allen vs. Sidney J. Taylor, et al.
Civil Action No. 99-146-RRM
District of Delaware
DEPOSED
- Dallas Hockey Club, Inc. vs. Comerica Bank–Texas, N.A. and Joseph Lynch
Case No. DV 9806889
Dallas, Texas
DEPOSED
- Cornelius Ryan and Carl Ryan, et al. vs. Joseph Ryan and Yolanda Ryan, et al.
Case No. 70 Y 168 00179 00
Arbitration
Houston, Texas
TESTIFIED
- ALG, Inc. et al. vs. NationsBank, N.A. Midwest
Case No. 97C15260
Johnson County, Kansas
TESTIFIED
- Andover Togs, Inc. et al. vs. Mid City Associates
Bankruptcy Court
New York, New York
TESTIFIED
- Donna Kline vs. Susan Camille Lee
Houston, Texas
TESTIFIED
- Wellington Funding vs. Continental Grain
New York, New York
DEPOSED
- Susan Camille Lee et al., Plaintiff vs. Ronald C. Lee, Jr., Defendant
Case No. 137,506
Houston, Texas
TESTIFIED

Ronald H. Wilcomes

WORK EXPERIENCE

Grace and Co. Consultancy, Inc.
4615 Southwest Freeway, Suite 625
Houston, Texas 77027-7106

Member – Board of Advisors - Currently

Metropolitan Life Insurance Company
New York, New York

Vice-President & Investment Counsel - 1988-1996

- Officer-in-charge of the Law Department Real Estate Investments Section comprised of 34 attorneys in 6 offices in the United States
- Structured, negotiated, closed and supervised real estate acquisition, sale, lease, joint venture and loan transactions, including enforcement of contracts through negotiation and litigation

Associate General Counsel - 1978-1988

- Officer-in-charge of the Law Department Real Estate Investments Northeast Region
- Responsible for the legal aspects of major real estate acquisitions such as the Pan Am Building and 85 Broad Street in New York City and for major leases in connection therewith
- Officer and Director of Cross & Brown Company, a major New York leasing and management company owned by Metropolitan Life Insurance Company

Assistant General Counsel - 1973-1978

Attorney - 1965-1973

TEACHING EXPERIENCE

Baruch College
New York, New York

Adjunct Associate Professor – 2002-2007
Course Subject: Real Estate Transactions

Washington and Lee University School of Law
Lexington, Virginia

Adjunct Professor of Law - 1997-1999
Course Subject: Commercial Real Estate Transactions

Fordham University School of Law
New York, New York

Adjunct Associate Professor of Law - 1989-1992
Course Subject: Commercial Real Estate Leases

**American Law Institute - American Bar Association
Committee on Continuing Professional Education**
Philadelphia, Pennsylvania

Faculty Member
Course Title: "Modern Real Estate Transactions"
1987, 1990-1996

Practising Law Institute
New York, New York

Faculty Member
Course Titles:
"Realty Joint Ventures" - 1982-1983, 1985-1987
"Negotiating the Realty Joint Venture Agreement Workshop" -1985
"Drafting and Negotiating Commercial Leases" - 1989-1990
"The Real Estate Partnership in Default" - 1990
"Real Estate Workouts and Bankruptcies" – 1991
"The Best Entity for Doing the Deal - Issues & Answers" - 1996

Banking Law Institute
Washington, DC

Faculty Member
Course Title: "Commercial Real Estate Lending" - 1985

Law Journal Seminars-Press
New York, New York

Faculty Member
Course Title: "Joint Ventures in Real Estate" - 1982 – 1983

PROFESSIONAL ASSOCIATIONS

American College of Real Estate Lawyers (ACREL)

- *Co-chairperson*, Partnership, Limited Liability Companies and Taxation Committee - 1991-1996
- *Acrel Advisor*, National Conference of Commissioners on Uniform State Laws Drafting Committee on the Uniform Partnership Act
- *Acrel Observer*, National Conference of Commissioners on Uniform State Laws Drafting Committee on Limited Liability Partnership Amendments

Association of Life Insurance Counsel

American Land Title Association Lender's Counsel Group

American Bar Association

EDUCATION

Columbia University School of Law

New York, New York

LL.B., 1965

Rutgers University – Rutgers College

New Brunswick, New Jersey

BA, 1962, *Magna Cum Laude*, Political Science

- Henry Rutgers Scholar
- Phi Beta Kappa

BAR ADMISSIONS

New York – 1966

New Jersey – 1972

US District Court for the District of New Jersey - 1972



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William O. Strange

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Deloitte & Touche LLP
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Summary

I would like to apply my considerable accounting and auditing experience, testimony experience, and extensive knowledge of the energy industry as an expert witness on accounting issues.

Experience

I began work at Deloitte in 1964 and became a partner in 1976. My 41 years of work experience at Deloitte & Touche LLP included:

- Heavy SEC Experience.** While working I spent 80 to 90% of my time on audits of SEC registrants and was considered a senior technical partner in the Firm. I worked with and made presentations to audit committees for over 30 years.
- Testimony Experience.** I served as the expert witness for lost profits in Hughes Tool's patent infringement lawsuit against Dresser Industries in the early 1980s and in a similar case against Smith International in 1985, which at the time was the largest patent infringement case in history. Hughes won both lawsuits. I was also the expert witness in United Texas Transmission's ratable-takes defense in the late 1980's in a suit by Forest Oil for take-or-pay deficiencies. After my deposition testimony, the case was settled shortly before trial. I have been deposed in a number of actions which involved Deloitte & Touche work on various clients.
- Fraud Experience.** I handled the work the Firm did in the late 1980's when the president of Granada sold an inordinate amount of beef to one of the Medical Center Hospitals that he also served on the Board. The work we did involved many other issues.
- Varied Work Assignments.** During my 41 years I was involved in many IPO's and led numerous merger and acquisition due diligence projects. I have a solid understanding of Energy Industry economics and operations. I can bring mature business judgments and rational problem solving abilities to bear on both financial and operational issues.

William O. Strange

wstrange@comcast.com

Clients Served**Exploration and Production**

EOG
 Dominion Exploration
 Howell Petroleum
 Wintershall Oil
 Cockrell

Pipelines

Northern Natural Gas
 Houston Pipeline
 Lo-Vaca Gathering
 Noram Transmission
 Mid-Louisiana Gas

Petrochemical

Huntsman
 Global Octanes
 Sabic
 Rexene
 Premier Polymers

Refining and Marketing

Motiva
 Star
 Atlantic Refining and Marketing
 Gulf States Oil and Refining
 Rio Energy

Service Companies

Hughes Tool
 BJ Services
 Digicon
 National Supply
 GX Technology

Crude Oil Gatherers

The Permian Corporation
 Petro-Source

Investments and Other

Permanent University Fund – University of Texas
 TCW (Trust Company of the West) Energy Funds
 – Los Angeles
 Imperial Sugar Company

Education

University of Oklahoma, B.B.A., 1964

Civic and Personal

Audit Committee Chair, Member of Compensation, Nominating and Corporate Governance Committee, Board of Directors – Hyperdynamics Corporation (2014-present)

Member of Board of Directors and President, Petroleum Club of Houston (2005-2008)

Audit Committee Chair, Board of Directors – Habitat for Humanity Northwest Harris County (2014 to date)

Member of Major Cases Committee, Texas State Board of Public Accountancy (2003-2005)

Elder, Presbyterian Church

Member of Executive Board, Northwest Assistance Ministries (1999-2003)

Member and Chairman of the Finance Committee, Presbytery of the New Covenant (2009-2012)

Married – 50 years to Nancy; two adult children

Extensive international vacation travel

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SUMMARY

Results oriented financial executive with extensive experience managing domestic and international financial operations, implementing accounting and reporting systems and processes, and identifying and resolving financial issues. Effective leader in building cross-functional teams while ensuring a sound business controls environment.

PROFESSIONAL EXPERIENCE

United Way of Greater Houston, Houston Texas 2015 - current

- Volunteer performing annual financial and governance reviews of UW funded agencies.

NW Municipal Utility District 5, Cypress, Texas 2016 – current

- Board Director, responsible for the delivery of municipal services to 17 subdivisions covering over 6,000 homes in NW Harris County. Oversee the financial operations with an annual budget of \$15M and over \$100M outstanding bonds.

HEWLETT PACKARD COMPANY, Houston, Texas 2001- Retired August 2012

- Director, Americas Financial Practices. Managed accounting practices and business controls environment across the US, Canada and Latin American countries.
- Ensured consistent accounting and reporting compliance with GAAP and corporate policies through implementation of financial reviews for all countries. Lead merger and acquisition integration activity.
- Performed financial investigation that uncovered major fraud operation in Canada. Identified opportunities to strengthen controls environment.

COMPAQ COMPUTER CORPORATION, Massachusetts and Houston, Texas 1998-2001

Senior Finance Manager, Corporate Controllers Organization 2000-2001

- Led worldwide evaluation of revenue recognition practices related to the implementation of the SEC SAB 101.
- Identified potential exposures of \$1.2B and worked with Ernst and Young on specific application and interpretation of the rules and changes in business practices to reduce exposure to less than one percent. Received the CFO award for outstanding achievement.
- Identified accounting and balance sheet areas with potential, positive margin impact. Worked with management to develop and implement action plan to realize favorable benefit that ranged from \$10M to \$50M.

Assistant Controller, Enterprise Systems and Services 1998-2000

- Created a quarterly balance sheet review process that addressed the underlying business activity and resulted in actionable items.
- Reduced accounts receivable and inventory by \$100M by working with business management and credit and collections to resolve disputed items, collect aged balances, and address slow moving and excess inventory. Performed customer program reviews in Japan and China with local business and financial management to identify areas to improve service delivery and reduce costs.

DIGITAL EQUIPMENT CORPORATION, Massachusetts 1980-1998

Controller, Americas' Product Business 1996-1998

- Managed the accounting, reporting and business controls across the \$3B Computer hardware businesses in the US, Canada and the Latin American countries.
- Created a cross-functional project that developed and implemented operational and financial procedures and controls over the channel partners.
- Reduced debit memos from \$100M to less than \$20M.

Finance Manager, Americas' Reporting Services 1994-1996

- Created a shared service center that improved productivity while reducing costs. Directed a sixty person professional staff that developed budget and forecast processes, and implemented fiscal and management reporting that supported the growth of the business.

Controller, US Customer Services 1987-1994

- Provided controllership services for this \$2B hardware, software and system integration services business.
- Developed and implemented new milestone accounting policies and procedures for large, complex customer deals and rigid program reviews for early identifications of margin deterioration.
- Managed the internal and external audit activities.

Finance Manager, European Services Logistics, The Netherlands 1984-1987

- Established the financial budget, forecast and management reporting processes for the materials, distribution and repair operations across Europe.
- Provided financial analysis that influenced management to centralize the repair and distribution activities to improve efficiency and profitability across the European countries.

Finance Manager, Semi-conductor Engineering 1980-1984

Previous experience includes:

VP Finance and Controller of New England Medical Laboratories

Controller of Arthur D. Little Systems

Senior Auditor at Deloitte

EDUCATION

Masters Degree in Accounting, Northeastern University, Boston, Massachusetts
Bachelors Degree in Business Administration, North Central College, Naperville, Illinois

CERTIFICATIONS AND ASSOCIATIONS

CPA, Commonwealth of Massachusetts
Current member of the AICPA

PROFESSIONAL

Financial Executives International (FEI) Houston, past President, current Director
FBI Citizens Academy Alumni Association -Houston, past Chairman
Lone Star Veterans Association (LSVA) – past Director, Chairman, Finance and
Resources Committee

Steve Grace



H.S. Grace & Company, Inc.

H.S. Grace & Company, Inc.: Chief Operating Officer and Executive Vice President. He manages research, coordinates consulting assignments, and oversees the administrative and financial operations of the firm. He also consults with clients, particularly on the implications and impacts of information technology on business issues, providing invaluable insights on critical issues ranging from global communications and IT applications to electronic discovery. Grace has extensive experience managing global technology projects and applications.

JPMorgan Chase & Co (2006): Global Technology Infrastructure – Application Management. Project Coordinator. Managed software projects that needed to be packaged for delivery to end users desktops. Defined requirements, identified deliverables, established delivery dates, managed total project hours, coordinated application rollouts and served as a single point of contact to the client.

JPMorgan Chase & Co. (2003-2006): Global Technology Infrastructure - Application Integration & Deployment. Project Coordinator. Managed Treasury & Security Services software application rollouts for 1200 pieces of software across the North America, Europe and Asia Pacific regions in support of approximately 33,000 T&SS employees. Identified and analyzed project requirements to correctly scope the work necessary for the software to be packaged. Established and negotiated deliverable dates with the client and communicated project updates to stakeholders as well as serving as a liaison between internal technical resources and the clients. Served as an escalation point for both the client and the internal resource teams across North America, EMEA and Asia Pacific.

JPMorgan Chase & Co. (1998-2003): Distributed Computing Services – Groupware Services. Senior Technical Officer. Managed new and emerging technologies to integrate with IBM Lotus products. These included an enterprise wide Lotus Domino server consolidation project, a migration of 2400 Campbell's OnTime user's data into Lotus Domino, the rollout of Lotus Organizer to 7,000 desktops, Lotus Domino server software upgrades, Lotus Notes client software upgrades and PDA integration with Lotus Domino.

Interliant Inc. (1996-1998): Groupware administrator and project manager. Managed the technical needs of larger customers, serving as a single point of contact for their issues. Designed and maintained project documentation (both Atechnical and procedural). Member of the Interliant employee benefits committee.

STEVE GRACE

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EDUCATION

- B.A., University of St. Thomas (1990)
- Completed coursework for a Masters in Communication at the University of Houston (1996)

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